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Sports Shinko (U.S.A.) Co., Ltd.,  
and LC Hotel and Spa Corporation

F I L E D  
Clerk of the Superior Court

FEB 06 2004

By: Lisa Von Norheim, Deputy

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF SAN DIEGO

SPORTS SHINKO (U.S.A.) CO., LTD., a  
Delaware corporation, and LC HOTEL  
AND SPA CORPORATION, a California  
corporation,

Plaintiffs,

vs.

RONALD W. THOMPSON, an individual,  
TOSHIO KINOSHITA, an individual,  
TAKESHI KINOSHITA, an individual,  
and LA COSTA COMPANY LP, a  
Delaware limited partnership, and DOES  
1-100, inclusive,

Defendants.

No. GIC 809347

PLAINTIFFS' FIRST AMENDED  
COMPLAINT FOR (1) BREACH OF  
FIDUCIARY DUTY; (2) BREACH OF  
FIDUCIARY DUTY (THOMPSON); (3)  
INTENTIONAL CONCEALMENT; (4)  
CONSTRUCTIVE FRAUD; (5) BREACH  
OF CONTRACT; AND (6) BREACH OF  
IMPLIED COVENANT OF GOOD  
FAITH AND FAIR DEALING

Assigned to the Honorable Linda B. Quinn  
Dept: 74  
Complaint Filed: April 18, 2003  
Trial Date: None

AND RELATED CROSS-ACTION.

PLAINTIFFS' FIRST AMENDED COMPLAINT FOR (1) BREACH OF FIDUCIARY DUTY; (2) BREACH OF  
FIDUCIARY DUTY (THOMPSON); (3) INTENTIONAL CONCEALMENT; (4) CONSTRUCTIVE FRAUD;  
(5) BREACH OF CONTRACT; AND (6) BREACH OF IMPLIED COVENANT OF GOOD FAITH AND FAIR  
DEALING

EXHIBIT 14

1 Plaintiffs Sports Shinko (U.S.A.) Co., Ltd., a Delaware corporation, and LC Hotel and  
2 Spa Corporation, a California corporation, for causes of action against defendants allege, as  
3 follows:

4 PARTIES

5 1. Plaintiff Sports Shinko (U.S.A.) Co., Ltd., ("Sports Shinko") is a corporation  
6 organized and existing under and by virtue of the laws of the state of California with its  
7 principal place of business located in San Diego County, California.

8 2. Plaintiff LC Hotel & Spa Corporation ("La Costa Corp."), formerly known as  
9 La Costa Hotel and Spa Corporation, is a corporation organized and existing under and by  
10 virtue of the laws of the state of California with its principal place of business in San Diego  
11 County, California, and at all times herein mentioned was a wholly-owned subsidiary of Sports  
12 Shinko.

13 3. Defendant Ronald W. Thompson ("Thompson") is an individual residing in the  
14 state of Maryland, and was, at all times relevant hereto, the President and Chief Executive  
15 Officer of Capital Hotel Group, Inc., ("CHG") and controlled the acts and activities of that  
16 corporation, as well as the President, and the individual who controlled the acts and activities,  
17 of Takron, Inc., ("Takron"), which was the general partner of defendant La Costa Company LP  
18 ("La Costa LP").

19 4. Defendant Toshio Kinoshita is an individual residing in Japan, and at all times  
20 relevant hereto was a Director and the Chairman of Sports Shinko, a Director and Chairman of  
21 La Costa Corp., a Director and President of Encinitas Resort Corporation ("Encinitas"), and a  
22 Director and President of La Costa (TDMK) Co. Ltd. ("La Costa (TDMK)"). At all times  
23 relevant hereto Encinitas and La Costa (TDMK) were wholly-owned subsidiaries of Sports  
24 Shinko and affiliated sister corporations of the La Costa Corp.

25 5. Defendant Takeshi Kinoshita is an individual residing in Marin County,  
26 California, and at all time relevant hereto was a Director and Executive Vice President of

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3. On the Third Cause of Action,
  - a. For general damages in an amount to be proven at trial;
  - b. For an award of punitive and exemplary damages;
4. On the Fourth Cause of Action,
  - a. For general damages in an amount to be proven at trial;
  - b. For an award of punitive and exemplary damages;
5. On the Fifth Cause of Action,
  - a. For general damages in an amount to be proven at trial;
6. On the Sixth Cause of Action,
  - a. For general damages in an amount to be proven at trial;
7. For interest, according to proof,
8. For Plaintiffs' cost of suit herein; and
9. For such other and further relief which the Court may deem just and proper in the circumstances.

Dated: February 4, 2003

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By

*Martin J. Foley / AK*  
MARTIN J. FOLEY

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Sports Shinko (U.S.A.) Ltd., Co., and LC Hotel and  
Spa Corporation



DATE: 10/31/06

Attest: A true copy,

Clerk of the Superior Court

By *D. Johnson*  
D. Johnson

Deputy